

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>FRENCH CHRISTOPHER E</b>  (Last) (First) (Middle) <b>PO BOX 459</b>  (Street) <b>EDINBURG VA 22824</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>SHENANDOAH TELECOMMUNICATIONS CO/VA/ [ SHEN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/18/2016</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/18/2016		A		2,988	A	\$21.85	355,580	D	
Common Stock	02/18/2016		F		966	D	\$21.85	354,614	D	
Common Stock	02/18/2016		A		2,708	A	\$21.85	357,322	D	
Common Stock	02/18/2016		F		832	D	\$21.85	356,490	D	
Common Stock	02/19/2016		A		5,693	A	\$22.03	362,183	D	
Common Stock	02/19/2016		F		1,750	D	\$22.03	360,433	D	
Common Stock	02/20/2016		A		3,036	A	\$22.07	363,469	D	
Common Stock	02/20/2016		F		1,004	D	\$22.07	362,465	D	
Common Stock								110,460	I	By Spouse
Common Stock								13,668	I	By Son
Common Stock								152,620	I	TTEE French Grandchildren Trust <sup>(1)</sup>
Common Stock								397,812	I	TTEE U/A WBF fbo Grandchildren <sup>(1)</sup>
Common Stock								339,966	I	TTEE WBF fbo Anne <sup>(1)</sup>
Common Stock								339,966	I	TTEE WBF fbo Christopher <sup>(1)</sup>
Common Stock								150,864	I	TTEE WBF fbo Cynthia <sup>(1)</sup>
Common Stock								6,480	I	TTEE Gladys H Teale Trust <sup>(1)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	02/18/2016		M			2,988	(3)	02/18/2017	Common Stock	2,988	\$0	240,939	D	
Restricted Stock Units	(2)	02/18/2016		M			2,708	(4)	02/21/2019	Common Stock	2,708	\$0	237,951	D	
Restricted Stock Units	(2)	02/19/2016		M			5,693	(3)	02/19/2018	Common Stock	5,693	\$0	229,550	D	
Restricted Stock Units	(2)	02/20/2016		M			3,036	(3)	02/20/2016	Common Stock	3,036	\$0	226,514	D	

**Explanation of Responses:**

- These shares are held in trust for the benefit of certain relatives of Mr. French. Mr. French disclaims beneficial ownership of the shares as to which he has no pecuniary interest and this filing is not an admission that Mr. French is the beneficial owner of such shares.
- Each restricted stock unit represents a contingent right to receive one share of common stock.
- The option vests 1/4 on each the first, second, third and fourth anniversary. The option (and shares Issuable upon exercise of the option) are subject to cancellation and forfeiture in accordance with the Company's executive compensation recovery policy.
- The restricted stock units vest 1/4 on the third Thursday of each February beginning in 2016 subject to the continuous employment by the Company or one of its affiliates until the date of vesting. Vested shares will be delivered to the reporting person on the vesting date. The restricted stock units are subject to forfeiture in accordance with the Company's executive compensation policy.

**Remarks:**

Christopher E French

02/22/2016

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.